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# **THE GODDARD AMATEUR RADIO CLUB, INC. CONSTITUTION**

**Adopted and Amended May 18, 2005**

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## **Preamble**

Be it known that a group of Goddard Employees, licensed Radio Amateurs, and other persons interested in Amateur Radio have constituted themselves as the Goddard Amateur Radio Club, Inc., a Maryland corporation, (herein after referred to as the Club) and hereby enact this Constitution as its governing law.

## **Article I Purpose, Objectives and Charter Authority**

1. The Goddard Amateur Radio Club is a social, technical and educational Employee Organization, chartered under the Goddard Employee Welfare Association Constitution and Federal Statutes covering employee exchanges and service clubs. The Club is organized for business as a Maryland Corporation, under the laws and statutes of the State of Maryland. The Club is registered with the Internal Revenue Service as a CFR Title 18, Section 501 C 4 non-profit educational and social organization.
2. It shall be the purpose of this Club to further the exchange of information and cooperation between members to promote radio knowledge, fellowship, public service and individual operating proficiency, and to conduct Club programs, community outreach and other activities that will advance the general interest and knowledge of Amateur Radio in the community, and reflect in a positive, appropriate manner on the National Aeronautics and Space Administration (NASA) and the Goddard Space Flight Center (GSFC).
3. The objectives of this Club shall be:
  - a. To promote the growth of Amateur Radio by providing assistance and encouragement to those interested in becoming Federal Communications Commission (FCC) licensed Amateur Radio Operators.
  - b. To promote good Amateur Radio station operating practices, and to assure that all operating practices comply with FCC rules and regulations at all times.
  - c. To participate in Amateur Radio public service activities as an organized group and to encourage such participation by individual members.

- d. To advance the technical knowledge and operating proficiency of its members.
- e. To bring the full benefits and enjoyment of Amateur Radio to its members through well planned group activities, discussions and fellowship.
- f. To ensure that the public services and benefits of Amateur Radio are made public knowledge by the Club's example so that the prevailing image of Amateur Radio remains positive and assures growth and continued use of all the bands and privileges now granted to Radio Amateurs in the U.S.A.
- g. To promote interest in the United States space program by utilizing the resources of The Club, its members, and its facilities, by appropriate activities, which include retransmissions of Space Shuttle communications, educational and community outreach programs in schools.

## **Article II Membership**

1. All employees of the Goddard Space Flight Center, (Civil Servants and on-site, near-site, grant or affiliated contractors), retired GSFC Civil Servant employees, and immediate family (household members) of the above employees, over the age of 18 years; and former NASA GSFC employees and former on-site, near-site, grant or affiliated contractor employees who have maintained continuous membership status, in good standing, since leaving the center, and who continue to assist the Club in its public service role and NASA/GSFC outreach efforts; and who have a valid, current FCC Amateur Radio Operator's license shall be eligible for Full membership in the Club.
2. In recognition of the Club's public service and community outreach roles and to augment the Club membership to meet these needs, the Club may define additional classes of membership. Qualifications, rights and privileges for these membership classes shall be defined in the Bylaws of the Club.
3. Any member who fails to adhere to Club, GEWA, FCC, or GSFC Rules and GSFC security restrictions, or who is found to have damaged or destroyed capital assets and equipment or to have removed equipment without authorization, or who is discharged from Center employment for cause, or who is convicted of a criminal offense, shall have his or her membership revoked upon a majority vote, with a quorum present (as defined in Article V) at a regular Club meeting, or special Club meeting called for that purpose, as covered under the Goddard Employee Welfare Association (GEWA) Constitution and Bylaws. The Club, its officers, Station Trustee and its members shall be held harmless in all cases where a membership is terminated for cause.

### **Article III**

#### **Officers**

1. The elected officers of the Club shall be: President, Vice President, Secretary and Treasurer. A four member Board of Directors shall also be elected. The term of the officers and directors shall be coincident.
2. The appointed officers of the Club shall be Property Administrator and Station Trustee and shall be appointed by the Executive Board. The Property Administrator shall serve a term not to exceed one year that terminates at the annual election of Club officers. The term of the Station Trustee is specified in Article IV, Section 7 of this Constitution. The Executive Board shall appoint other officers as required. The appointed officers shall serve a term not to exceed one year that terminates at the annual election of Club officers. Appointees may be re-appointed.
3. At least one of the following officers, President, Vice President, Secretary, or Treasurer must be a NASA civil servant. The remaining officers must be NASA civil servants, Goddard Retired civil servants, or on-site contract employees as defined by LISTS. The Property Administrator must be a GSFC-Greenbelt Civil Service employee or GSFC badged contractor.
4. The elected Officers and Directors of the Club shall be elected by ballot at the annual elections meeting. Elections shall be held at least once in each calendar year. Votes may be cast in person or by written absentee ballot delivered by mail or in person to the Club Treasurer or designee. The elected Officers and Directors of the Club must be members in good standing, as defined in Articles II and VI, for a period of at least one year and be a FCC licensed Amateur Radio Operator of any class. Robert's Rules of Order Newly Revised, shall govern all Club election procedures.
5. When a vacancy occurs between elections, or where an insufficient number of candidates are nominated at an election and an unfilled position exists, the position(s) shall be declared vacant by the Executive Board. When a vacancy is declared, an election shall be held at the next regular Club meeting after the position has been declared vacant, or not more than thirty days from the declared vacancy, whichever is less.
6. Officers may be removed for cause on a motion, duly seconded, and upon a majority vote, with a quorum present of the total voting membership then in good standing at a meeting called for that purpose. Votes may be cast in person or by written ballot delivered by mail or in person to the Club Treasurer or designee. Upon removal of the officer, the office shall be declared vacant by the Executive Board.
7. The elected officers, members of the Board of Directors, the Station Trustee and the immediate past president shall form the Executive Board which is authorized to conduct such Club business as permitted by this Constitution, the GEWA Constitution, and The Club's Bylaws. A simple majority of the Executive Board shall constitute a quorum to conduct official business. The minutes of each

- official Board meeting shall be kept with the general minutes. The Executive Board shall meet at the call of the President.
8. The newly elected officers shall assume their duties upon adjournment of the election meeting.
  9. A Club member may not concurrently hold more than one elected office (President, Vice President, Secretary, Treasurer, or Board of Directors). The provisions of this article regarding vacancies in office shall apply.
  10. The order of succession, in the event of a vacancy, absence or incapacity in the office of President shall be: Vice President, Secretary, Treasurer, Chairman of the Board Of Directors. The ranking individual shall serve as President until the vacancy is filled under provisions of Article III, paragraph 5.

#### **Article IV**

#### **Duties Of Officers And Directors**

1. The President shall preside at all meetings of the Club and conduct them according to Robert's Rules of Order, Newly Revised. He or she shall enforce the provisions of this Constitution and its Bylaws, decide questions of order, resolve disputes, sign official documents adopted by the Executive Board or the membership, and perform all customary duties pertaining to the office of President. The President or a person designated by the President, shall represent the Club at meetings of the GEWA Club Council Committee and other official functions, as required.
2. The Vice-President shall assume the duties of the President in the President's absence, as authorized, and shall perform other duties that may be assigned to him or her by the President.
3. The Secretary shall keep minutes of all meetings, maintain the Club's files, maintain and make available the Master Copy of the Constitution and Bylaws, prepare official Club correspondence, read all official correspondence and Club minutes, and dispatch written notices to each member when required by the Bylaws or the Executive Board. He or she shall, at the expiration of the term of office, turn over to the succeeding Secretary all items and files belonging to The Club, or in the event the office of Secretary is unfilled or is vacant, to the President of the Club. Club files and records shall be maintained in a secure location.
4. The Treasurer shall receive all monies paid to the Club and shall issue receipts, as required. He or she shall keep an accurate record of all accounts receivable, accounts payable, and all cash assets. The Treasurer shall pay those bills authorized by the Executive Board or the Club membership in a timely manner. The Treasurer shall receive all applications for Club membership. Purchases for major items (as defined in) not included in the annual budget must be submitted to the Treasurer and, in addition, be pre-approved by the Executive Board. At the end of the GEWA Fiscal Year the Treasurer shall submit an itemized statement of disbursements and receipts to the President. The Treasurer shall, at the expiration of the term of office, turn over all records and monies belonging to the Club to the

- succeeding Treasurer or, in the event that the office of Treasurer is unfilled or is vacant, to the President. A committee approved by the Board of Directors shall audit the accounts at that time. In addition, the Treasurer shall maintain the Club membership roster and verify the standing of all members. The Treasurer shall certify the presence of a quorum at all General and special meetings of the Club.
5. The Board of Directors shall consist of four members. They shall be elected at the annual elections meeting by the General Membership. The term of the Directors shall be coincident with the term of Club Officers. Their duties shall conform to the requirements for Directors of a Maryland corporation. In addition, they shall:
    - a. Provide general guidance in developing programs for the Club during their term. They shall establish the goals of the Club, and develop a general program to reach these goals.
    - b. Assist the Club President, Vice-President, Secretary, and Treasurer in their official functions. In addition, they may serve as alternates in the case where a Club officer is unable to function or is otherwise unavailable.
    - c. The Board of Directors shall elect a chairperson at the first Board meeting after the election.
    - d. Three of the four Directors, present and voting or voting by electronic means, shall constitute a quorum.
  6. The Property Administrator shall take charge of all Club inventory, shall work with GEWA to inventory Club-acquired government equipment, shall be legally responsible for acquiring and disposing of all Club equipment, and shall keep accurate records of Club property. In addition, he or she shall be responsible for the establishment, administration, and maintenance of a Club equipment loan policy and sign-out procedure.
  7. The Station Trustee, as required by the FCC rules and regulations, shall be a licensed Amateur Radio Operator. He or she shall hold a valid Extra Class license and shall be a Full member in good standing and a citizen of the U.S.A. The Station Trustee shall be an ex-officio member of the Executive Board. The Station Trustee shall be responsible for the control of the Club's VHF/UHF repeater(s) and shall have final approval for all on-the-air activities of the Club. The Station Trustee shall serve for the duration of the station license, unless determined otherwise by the Executive Board.

## **Article V Meetings**

1. Regular and special meetings shall be held according to the provisions of this Constitution and the Bylaws of the Club. Committee meetings shall be governed by provision of the Club's Bylaws. At all regular meetings, fifteen (15) percent of the voting members shall constitute a quorum for the transaction of business, as determined by the Treasurer or designee, at the time of the meeting. For the purpose of the annual elections meeting, a quorum is as defined in paragraph 5 of the Club by-laws.

## **Article VI Dues**

1. The Goddard Amateur Radio Club by majority vote with a quorum present, (as defined in Article V) at any regular meeting, may levy upon the general membership such dues or assessments as shall be deemed necessary for the business of the organization to further the objectives set forth above. Members not paying dues or assessments within three months of the due date shall be considered not in good standing. Members not in good standing shall be deleted from the Club roster and shall lose all membership privileges. Deleted members may reapply for membership after six months from the date of deletion.

## **Article VII Amendments**

1. The Constitution or Bylaws may be amended at a meeting called for that purpose, provided a quorum of Full members is present in person or is represented by absentee or electronic ballot. Only Full members may vote on Constitutional or Bylaw amendments. A quorum is defined as fifteen (15) percent of the Full members in good standing, as defined in Articles II and VI. Proposals for amendments shall be submitted in writing at a regular meeting. A written copy of the proposed amendments shall be sent to the entire membership by the Club Secretary at least thirty days prior to the meeting held for that purpose.
2. The Club Secretary shall maintain a master copy of the Constitution and Bylaws of the Club with all changes and amendments documented and dated.
3. A current copy of the Constitution and Bylaws of The Club, as amended and approved by the membership, shall be made available to each Club member.

## **Article VIII Disbandment**

1. The Club can be disbanded only as a result of a membership vote at a special meeting called for that purpose or by action of the Executive Board as described below.
2. A special meeting to consider disbandment of the Club may be called by the Executive Board or by a motion that is adopted at any regular meeting. Each voting member of the Club must be notified of the purpose, time and place of the special meeting at least 30 days prior to the date of the meeting.
3. For the purpose of this meeting, a quorum shall consist of three-fourths of the Full members, then in good standing. Voting on the question of disbandment will be by ballot and shall require nine-tenths of the quorum present voting in favor of disbandment. Where voting in favor of disbandment is affirmed by ballot, the President shall order the Club disbanded.
4. If, after at least three repeated attempts and continuous best efforts, the President is unable to obtain a quorum at meetings called to consider disbandment, then he

- or she may convene the Executive Board and upon a three-fourths affirmative vote of the entire Executive Board, the President shall order the Club disbanded.
5. Within 30 days after a vote to disband, all cash assets, capital assets, and controlled property belonging to the Club shall be transferred to the Goddard Employee Welfare Association (GEWA). Notwithstanding any other provisions of this Constitution and Bylaws, the duties of the incumbent officers shall not be terminated until this transfer is made. The final act of the Executive Board shall be to inform the Goddard Employee Welfare Association in writing that the Club is disbanded and that the transfer of monies, assets, and property is completed.
  6. The Club station license shall be surrendered by the station trustee to the FCC for cancellation within 60 days of the vote to disband.
  7. Within 30 days after the vote to disband, the repeater frequency allocation shall be returned to the Mid-Atlantic Repeater Council (T-MARC), or other such repeater coordination organization and the club repeater(s) shall be deactivated.
  8. Within 30 days after the vote to disband, the State of Maryland shall be notified, by mail, of the disbandment of the Corporation, in accordance with guidelines in the Articles of Incorporation for the Club.

## **Article IX**

### **Rules**

1. *"Robert`s Rules of Order, Newly Revised"* shall govern Club proceedings. Editions earlier than the Ninth shall not be used.